

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JJF)

Jointly Administered

**Objections Due By: July 12, 2001 at 4:00 p.m.
Hearing Date: July 19, 2001 at Time To Be Determined**

NOTICE OF MOTION AND HEARING

TO: ALL PARTIES ON THE ATTACHED CERTIFICATE OF SERVICE

PLEASE TAKE NOTICE that First Union Leasing Corporation ("First Union") has filed the attached MOTION OF FIRST UNION COMMERCIAL CORPORATION FOR AN ORDER (I) COMPELLING DEBTORS TO ASSUME OR REJECT EQUIPMENT LEASE AND TO COMPLY WITH POST-PETITION LEASE OBLIGATIONS UNDER SECTION 365(D)(10) OF THE BANKRUPTCY CODE PENDING ASSUMPTION OR REJECTION, AND (II) ALLOWING AND DIRECTING PAYMENT OF AN ADMINISTRATIVE CLAIM FOR FIRST UNION COMMERCIAL CORPORATION FOR UNPAID RENT UNDER THE EQUIPMENT LEASE (the "Motion"), on June 18, 2001, with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801. The Motion seeks an order compelling the Debtors to assume or reject a certain equipment lease agreement and compelling Debtors to comply with their post-petition obligations under such lease.

PLEASE TAKE NOTICE FURTHER that objections to the Motion must be filed

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and served on undersigned counsel so as to be received by 4:00 p.m. on July 12, 2001.

PLEASE TAKE NOTICE FURTHER, that a hearing on the Motion will be heard on the omnibus hearing date in this case set for July 19, 2001, at a time to be determined by the Court for such omnibus hearing before the Honorable Joseph J. Farnan, Jr., United States District Judge for the District of Delaware, at the J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, Delaware 19801.

PLEASE TAKE NOTICE FURTHER, THAT IF YOU FAIL TO RESPOND TO THE MOTION IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Respectfully submitted,

STEVENS & LEE, P.C.

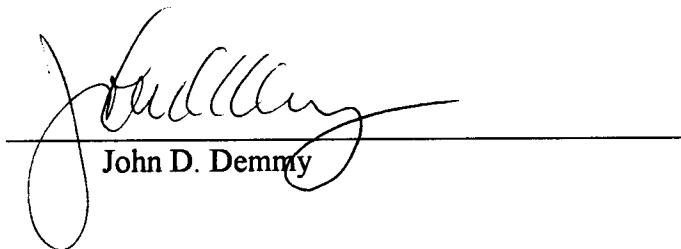

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Attorneys for First Union Leasing Corporation

Dated: June 25, 2001

CERTIFICATE OF SERVICE

I, John Demmy, hereby certify that on June 25, 2001, true and correct copies of the foregoing NOTICE OF MOTION and the was served on the parties listed on the attached service list via regular United States first class mail.



John D. Demmy

W.R. Grace Co. 01-01139 (JJF)

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